

# MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU

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## ARTICLES OF ORGANIZATION AND CERTIFICATE OF CONVERSION

For use by Domestic Partnerships or Domestic Limited Partnerships  
to convert to a Domestic Limited Liability Company  
(Please read information and instruction on last page)

B

*Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned execute the following Articles:*

### ARTICLE I

The name of the limited liability company is: \_\_\_\_\_

### ARTICLE II

The purpose or purposes for which the limited liability company is formed is to engage in any activity within the purposes for which a limited liability company may be formed under the Limited Liability Company Act of Michigan.

### ARTICLE III

The duration of the limited liability company if other than perpetual is: \_\_\_\_\_

### ARTICLE IV

1. The street address of the location of the registered office is:

\_\_\_\_\_, Michigan \_\_\_\_\_  
(Street Address) (City) (ZIP Code)

2. The mailing address of the registered office, if different than above:

\_\_\_\_\_, Michigan \_\_\_\_\_  
(Street Address or P.O. Box) (City) (ZIP Code)

3. The name of the resident agent is: \_\_\_\_\_

### ARTICLE V (Insert any desired additional provision authorized by the Act; attach additional pages if needed.)

Signed this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

\_\_\_\_\_  
(Signature(s) of Organizers(s))

\_\_\_\_\_  
(Type or Print Name(s) of Organizer(s))

## CERTIFICATE OF CONVERSION

I hereby certify:

The name of the partnership or limited partnership is \_\_\_\_\_  
(name)

### For Partnerships only:

The partnership was formed \_\_\_\_\_  
(date)

### For Limited Partnerships only:

The limited partnership formed on \_\_\_\_\_ is cancelled as of the effective date of the  
(date)  
Articles of Organization.

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(name)

\_\_\_\_\_  
(title or capacity)

Preparer's Name \_\_\_\_\_

Business telephone number (\_\_\_\_\_) \_\_\_\_\_

**INFORMATION AND INSTRUCTIONS**

1. This form may be used to draft your Articles of Organization and Certificate of Conversion. A document required or permitted to be filed under the act cannot be filed unless it contains the minimum information required by the act. The format provided contains only the minimal information required to make the document fileable and may not meet your needs. This is a legal document and agency staff cannot provide legal advice.

2. Submit one original of this document. Upon filing, the document will be added to the records of the Corporations, Securities & Commercial Licensing Bureau. The original will be returned to your registered office address, unless you enter a different address in the box on the front of this document.

Since this document will be maintained on electronic format, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.

3. This document is to be used pursuant to the provisions of Act 23, P.A. of 1993. **Use form CSSL/CD-753P if the limited liability company will be providing services rendered by a dentist, an osteopathic physician, a physician, a surgeon, a doctor of divinity or other clergy, or an attorney-at-law.**

4. Article I - The name of a domestic limited liability is required to contain one of the following words or abbreviations: Limited Liability Company, L.L.C., L.C., LLC or LC.

5. Article II - Under section 203(b) of the Act, it is sufficient to state substantially, alone or with specifically enumerated purposes, that the limited liability company is formed to engage in any activity within the purposes for which a limited liability company may be formed under the act.

6. Article V - Section 401 of the Act specifically states the business shall be managed by members unless the Articles of Organization state the business will be managed by managers. If the limited liability company is to be managed by managers instead of by members, insert a statement to that effect in Article V.

7. This document is effective on the date endorsed "Filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated as an additional article.

8. The Conversion must be signed on behalf of the partnership. The Articles must be signed by one or more persons organizing the Limited Liability Company. State name of person signing beneath their signature.

9. If more space is needed, attach additional pages. All pages should be numbered.

10. **NONREFUNDABLE FEE:** Make remittance payable to the State of Michigan. Include limited liability company name and identification number on check or money order.....**\$75.00**

Submit with check or money order by mail:

Michigan Department of Licensing and Regulatory Affairs  
Corporations, Securities & Commercial Licensing Bureau  
Corporations Division  
P.O. Box 30054  
Lansing, MI 48909

To submit in person:

2501 Woodlake Circle  
Okemos, MI  
Telephone: (517) 241-6470

Fees may be paid by check, money order, VISA or Mastercard when delivered in person to our office.

MICH-ELF (Michigan Electronic Filing System):

First Time Users: Call (517) 241-6470, or visit our website at <http://www.michigan.gov/corporations>  
Customer with MICH-ELF Filer Account: Send document to (517) 636-6437

LARA is an equal opportunity employer/program. Auxiliary aids, services and other reasonable accommodations are available upon request to individuals with disabilities.

**Optional expedited service.**

Expedited review and filing, if fileable, is available for all documents for profit corporations, limited liability companies, limited partnerships and nonprofit corporations.

The nonrefundable expedited service fee is in addition to the regular fees applicable to the specific document.

Please complete a separate CSCL/CD-272 form for expedited service for each document submitted in person, by mail or MICH-ELF.

**24-hour service - \$50 for formation documents and applications for certificate of authority.**

**24-hour service - \$100 for any document concerning an existing entity.**

**Same day service**

- **Same day - \$100 for formation documents and applications for certificate of authority.**
- **Same day - \$200 for any document concerning an existing entity.**

Review completed on day of receipt. Document and request for same day expedited service must be received by 1 p.m. EST OR EDT.

- **Two hour - \$500**

Review completed within two hours on day of receipt. Document and request for two hour expedited service must be received by 3 p.m. EST OR EDT.

- **One hour - \$1000**

Review completed within one hour on day of receipt. Document and request for 1 hour expedited service must be received by 4 p.m. EST OR EDT.

First time MICH-ELF user requesting expedited service must obtain a MICH-ELF filer number prior to submitting a document for expedited service. CSCL/CD-901.

Changes to information on MICH-ELF user's account must be submitted before requesting expedited service. CSCL/CD-901.

Documents submitted by mail are delivered to a remote location for receipts processing and are then forwarded to the Corporations Division for review. Day of receipt for mailed expedited service requests is the day the Corporations Division receives the request.